VISIT…

LEST DARKNESS RISE

A Short Adventure for Four 7th-Level Player Characters

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Lest Darkness Rise is a short adventure for four 7th-level characters. In keeping with the season, it has a stronger horror theme than most D&D adventures. This scenario can be used as the climax of a series of adventures featuring its secondary characters, or it can simply be a site-based adventure that the PCs stumble across at the right moment.

The scenario is set in a semi-civilized area in the far north, far from cities and churches, where winters are harsh and summers never get very hot. These inhospitable conditions have resulted in a low humanoid population. The scenario need not be set in such a wilderness; a rural farming community far from cities works just as well. The only real requirement is that the area have few settlements.

The action takes place in the small town of Night Falls and a nearby necropolis of tombs, mausoleums, and graves known as the Tomb Steppe. As always, feel free to adapt the material presented here as you see fit to make it work with your campaign.

PREPARATION

You (the DM) need the D&D core rulebooks—the *Player's Handbook*, the *Dungeon Master's Guide*, and the *Monster Manual*—to run this adventure. This scenario utilizes the D&D v.3.5 rules.

To get started, print out the adventure. Read through the scenario at least once to familiarize yourself with the situation, threats, and major NPCs (particularly their motivations). *Lest Darkness Rise* also uses two of the Map-A-Week entries from the online D&D map archive. These maps are reproduced here for your convenience.

Text that appears in shaded boxes is player information that you can read aloud or paraphrase for the players at the proper times. The details of the new monsters and magic items used in *Lest Darkness Rise* are located in appendices at the end of the adventure.

ADVENTURE BACKGROUND

Centuries ago, a necromancer of modest ability known as Arathex practiced his art in the wilderness. Though he was as evil as the next necromancer, many believed that he took up animating the dead out of sheer laziness, as a means to create a cheap labor force to serve him. Because he lacked the ambition that drives most necromancers, Arathex constituted a threat only to outposts and towns near his stronghold,

and he drew little attention from the powerful forces of the world. Those few heroes who knew of him considered him a joke—more a nuisance than a true villain. Arathex even aided the occasional hero who sought a way to defeat some particular undead monster—after all, powerful undead are difficult to control, and the necromancer had no greater desire to have such creatures roaming about than any sane commoner would.

As he reached middle age, however, Arathex realized that his life would eventually come to a close, and his eternal reward was unlikely to be pleasant. In hopes of escaping eternal damnation, he began gathering the power and knowledge required to make himself a lich. But he knew he had waited too long and couldn't possibly complete all the research himself in his remaining years. Thus, he decided to steal as much of the lore as possible from older, more experienced necromancers. Since he was a coward at heart, he decided to lay traps for his targets rather than face them directly.

THE TOMB STEPPE

Choosing a small steppe that had not been developed for any other purpose, Arathex used his own undead labor force to create a complex of crypts, graves, and mausoleums, which he named the Tomb Steppe. Then he built extensive defenses—both magical wards and special guardians—into his new graveyard. Finally, in the guise of a cleric dedicated to a god of peaceful rest, Arathex touted the area as a place in which the remains of necromancers and defeated undead could safely be laid to rest. He maintained his guise for some time, providing heroes who intended to fight such creatures with good advice and even weapons designed specifically to work against them. Though at first only a few such adventuring groups brought the remains of their kills to the Tomb Steppe, it eventually became a popular solution to the problem of where to put dangerous corpses.

This result was just what Arathex wanted. Though the graveyard was safe from forces both outside and inside its borders, Arathex spoke with the restless spirits of those buried within on a regular basis. As the fame of the Tomb Steppe grew, other necromancers came to steal corpses from the tombs for their own work, but Arathex captured and questioned them as well before adding them to the graveyard's population.

These techniques were far from perfect as research methods went, but they paid dividends. Arathex's necromantic power increased dramatically, and he managed to acquire enough other spells and magic items to maintain his priestly façade as well.

ARATHEX'S UNDEATH

At last, in the twilight years of his life, Arathex underwent what he hoped was the process to become a lich. He used the knowledge he had obtained to brew potions and cast spells, then killed himself in a dark ritual under the light of a full moon. But his research had been incomplete, and he failed to achieve lichdom. Some adventurers who made regular use of the Tomb Steppe found his body and assumed that their priestly "ally" had died at the hands of the evil necromancers he had spent his life fighting. They buried him with hero's honors in the lowest crypt of the largest tomb in the graveyard.

But Arathex had not completely failed. Though his body was irrevocably dead, his spirit had indeed found a form of unlife. The necromancer had become a wraith—a powerful evil spirit that could steal the life forces of others. Unfortunately for him, the wards placed to keep undead out of his tomb served to keep him locked inside it. But because he was the creator of the defenses, he was able to gain a small measure of freedom. He eventually discovered that he could escape into the world for three days each year, during the time of winter's first full moon, when he had originally built the wards that secured the tomb. But each daybreak, he automatically reappeared in his own crypt, no matter where he had roamed.

Arathex realized that he needed the aid of another to help him break free of his prison forever. During his periodic sojourns outside the tomb, he tried to convince mourners or passers-by to aid him through both threats and promises, but they all refused. When word of his nocturnal wanderings spread, the Tomb Steppe became unpopular as a repository for undead, since it obviously no longer afforded the protection it once had. After some years, only the local villagers still used it, preferring to inter their lost loved ones in its remaining empty graves rather than dig new ones.

THE CULT

With the decline in traffic, Arathex changed tactics. Though he could not overcome the wards that held him within his crypt all but three days a year, he did manage to make contacts in the outside world by sending forth his thoughts. By this means, he managed to contact a charismatic but impressionable evil priest who had built a cult of undead-worshipers. Eventually, he

convinced the priest to use the Tomb Steppe as his home base.

Arathex convinced the cult to build him a new body from the body parts of those interred in the tombs. He hoped to possess this flesh golem and thereby become solid once more, but as before, he had not done sufficient research. The possession attempt failed and the cultists were slain by a group of adventurers shortly afterward. But Arathex, who was actually the creator of the golem even though he could not perform the physical construction, commanded it to lie quietly in an unused tomb during the attack. As he had hoped, the adventurers overlooked it, believing it to be a normal corpse.

NIGHT FALLS

As the years passed, the tales of undead activity in the Tomb Steppe faded into legend, and colonists began to move into the lands nearby. The town of Night Falls was founded a short distance from the graveyard, and it grew quickly into a thriving trade center and farming community. Realizing that the Tomb Steppe was safe enough during the day, the citizens began burying their dead there rather than building new crypts on pristine farmland. Because this method of interment was cheap and easy, people from many surrounding communities brought their dead to the town as well. The business of burial brought new prosperity to Night Falls, and a guild called the Funerary House sprang up to control the trade.

A NEW APPRENTICE

A few years ago, Mior Harken, head of the Funerary House, realized that his waning years were upon him. He sank into a deep depression that kept him from sleeping at night, and he took to roaming the area around the Tomb Steppe, contemplating death. During one of these midnight vigils, Arathex found him and spoke to him, offering him the secrets of eternal life through undeath. At first Harken refused, but Arathex had planted the seed in his mind, and it took root. Months later, Harken went to Arathex's tomb and took up the conversation again. Within weeks, Harken had become Arathex's apprentice in the dark arts of necromancy.

Arathex demanded much of his apprentice, refusing to give him the true secret of lichdom until he had released his master. (The wraith didn't tell his servant that he had never actually discovered this secret, or that Harken was too weak to make use of it if he did know it.) But the wards set within the tomb were no easy matter to break, so Arathex gave Harken command of the flesh golem to aid him in the task. Only after Harken had dispelled the wards and the flesh golem had broken the stones on which they were inscribed did Arathex's true situation become clear. Though he could now leave the tomb at any time, he still returned to it at daybreak.

Arathex sent Harken to speak to various sages, from whom he gathered bits of information and learned opinions until the truth of the matter became clear. The irony of a villain buried as a hero had angered some god, who had placed a curse on Arathex. It was this curse that brought him back to the crypt each morning—not some corruption of the wards, as he had previously believed. The only way to break the curse is for Arathex to slay heroes, like those he once cooperated with, on the broken remains of the old wards.

Though Arathex would like to build himself an undead army and take over the region, the curse has thus far kept him from doing so. Why create an army of wraiths when he is bound to one spot? Any group of powerful heroes could easily find and destroy him in his crypt should he attract their notice with a move so obvious as a killing spree. So he waits with growing impatience for a group of relatively weak adventurers to visit the Tomb Steppe so that he can kill them.

Harken has recently hit on an idea by which he can lure some heroes to the mausoleum. Arathex monitors the roads into Night Falls and has noted the approach of an adventuring group that does not look too powerful. Harken enticed his gravediggers to goad one of their apprentices into visiting the Tomb Steppe the night before the adventurers were due to arrive. During this visit, Harken arranged for him to see the wraith. The villainous pair hopes that this sighting, combined with the story Harken has planted in the village, will bring the adventurers to the crypt.

ADVENTURE SYNOPSIS

While the PCs are in Night Falls, a terrified gravedigger runs into town yelling that a ghost is loose in the Tomb Steppe. Upon hearing the story, the local sage announces that the legendary Master of the Skull Tomb has nearly broken free of his old wards. If the tomb remains open until the next dawn, he will be free to leave his ancient dwelling forever. The townsfolk ask the PCs to go and reseal the tomb, since none of the locals believe they can survive the attempt.

Upon reaching the Tomb Steppe, the PCs must face its normal guards (weepers; see Appendix 1), then

penetrate Arathex's tomb, wherein they face both the corrupted wards and the other denizens of the crypt. Upon reaching the final ward, they must fight Arathex, who has lured them there to kill them. If the PCs prevail, they find ample evidence that Harken was behind the effort to free the wraith.

Either the evidence of Harken's actions or the golem he currently commands leads the PCs back to the Funerary House, where a horrified Harken decides that they must die because they clearly know his secret. Only when Arathex, Harken, and the golem are all destroyed is Night Falls finally safe.

ADVENTURE HOOKS

The plot of *Lest Darkness Rise* assumes that the PCs are either good-aligned adventurers or mercenaries, and that they happen to be in the town of Night Falls when the adventure begins. Possible reasons for their presence are given below, although you can also simply place the town along the route from the PCs' last adventure to their next destination.

- An ally or hireling of the PCs has died and is to be buried in the Tomb Steppe. Alternatively, a family member or friend of a PC's cohort dies, and the latter asks the characters to come along for the funeral.
- A friendly church or wizard's academy asks the PCs to investigate claims that an old evil from the Tomb Steppe may be stirring once more.
- A rumor the PCs pick up elsewhere suggests that great treasure lies in the Tomb Steppe, awaiting those clever enough to find it. (This tale is one of the wraith's previous attempts to lure greedy adventurers to his crypt.)

BEGINNING THE ADVENTURE

Lest Darkness Rise is an event-based adventure that incorporates one keyed site (the Great Mausoleum in the Tomb Steppe). The adventure begins when the characters reach the town of Night Falls (see encounter A, below).

A. NIGHT FALLS

Read or paraphrase the following when the PCs reach Night Falls.

> The town of Night Falls is like no other. From the Funerary House Guild, with its sigil rune of crossed shovels, to the Gravedigger's Tavern and the mourners-for-hire on every street corner, the entire town seems geared to profit from death. And the profits have obviously been good—the town's wealth is evident in its well-lit streets, liveried town guards, and well-maintained buildings. But despite the dour nature of its chief business, Night Falls seems a happy, prosperous place, and its people seem content.
>
> Just when the sun is close to setting, a young man runs into town, waving his arms wildly. "The Great Mausoleum!" he yells. "The Skull Tomb is open! The ghost is free!"

Creature: The young man is Felix Ackob (N male human commoner 1), a gravedigger's apprentice. He has just been to the Great Mausoleum, where Harken arranged for him to see the wraith in residence.

Felix Ackob: hp 3.

A1. FELIX'S TALE

A crowd gathers around Felix while he tells his story in a voice loud enough to be heard throughout the town square. Read or paraphrase the following aloud.

> "I know I had no business going there alone," confesses the young man to the gathering crowd. "But the other gravediggers said I was a wimp who was too scared go to the Tomb Steppe. So I decided to go there alone, to prove myself.
>
> "I went all the way to the Great Mausoleum, figuring that I'd chalk my name on the doors to prove I was there. I couldn't just say so, after all—I needed proof.
>
> "But the doors were open when I got there. I wondered if some grave robbers had made it past the wards, so I decided to check. I went in and saw several bodies, all decomposing, in the main tomb area. Above the pile floated a wispy ghostlike thing with glowing red eyes.
>
> Well, let me tell you, I really was scared then. I didn't think twice—I just ran!"

If asked, Felix confesses that he never saw the figure outside the tomb. He simply assumed that it had pursued him.

Development: The townsfolk are alarmed by this news, and a general uproar arises as they speculate about what might have happened.

A2. HARKEN'S TALE

Let the PCs talk with the townsfolk for a few moments. Then Genning, the town's chief elder, calls for Mior Harken to come forth and discuss the issue. Continue with the following.

> A thin human in late middle age, wearing expensive clothing embroidered with the crossed shovels symbol, steps forward. "Thank you, Genning," he says. "As head of the Funerary Guild, I can attest that the doors on the Great Mausoleum have been shut for decades. To the best of my knowledge, no one has ever gone inside, since doing so would break the old seals on the doors. Certainly no one would be foolish enough to do that."
>
> "But Harken," says Genning with a worried expression, "if the ghost is in the main room, then the inner wards are broken. That means the ghost that once troubled this whole region is free to roam again. Isn't that right?"
>
> "According to myth," says Harken, "the ghost cannot leave its tomb unless a new dawn breaks while the seals are broken. An experienced group, acting quickly, could reach the tomb and reseal the wards tonight, before the creature can leave." He scans the crowd with a discerning eye. "Who here is willing to undertake such a task?"

Everyone begins looking around, and eventually many gazes fasten on the PCs.

Creatures: Genning (N male human expert 4), Harken, and most of the townsfolk approach the PCs if they're still present, or seek them out if they're not. Genning pleads with them to undertake this time-sensitive mission and offers the group a reward of 4,000 gp. If the PCs dicker, Harken offers to add up to 1,000 gp to that amount.

Genning: hp 14.

Harken: hp 27; see encounter E for statistics.

Development: If the PCs accept the mission, Harken explains that according to legend, the ghost cannot escape his burial chamber even briefly unless a physical ward within the tomb is broken. Since Felix saw it outside that room, the ward must already have been compromised. If the heroes can find the ghost's burial place within the mausoleum and rebuild the ward outside it, the ghost can be contained, even if the seals on the door are not reinstated.

In fact, Arathex will not be set free if morning dawns on the broken wards, but the townsfolk think he will. That aspect of the story is a lie spread years ago by Arathex and his minions.

Harken is as helpful as possible, offering the PCs maps of the necropolis, as well as crowbars and shovels from his private stock—all marked with the rune of the Funerary House. But he refuses to accompany the PCs to the site, insisting that his limp and his personal cowardice would hamper their progress. If the PCs insist on a guide, Felix offers to accompany them, though he is just a 1st-level commoner.

If the heroes suspect Harken's involvement, use the notes from encounter E to work out his response. He comes clean if captured at this point, but he also warns that within a day or two, Arathex will stop waiting for the PCs and attack the town anyway. The flesh golem is currently in Harken's shed, though it leaves for the Great Mausoleum shortly after the PCs do. Harken has ordered it to follow the PCs and be ready to serve Arathex if he emerges, or return if he doesn't.

B. THE TOMB STEPPE

Reaching the Tomb Steppe from Night Falls takes about an hour on horseback. Once there, the PCs can encounter a group of guardians or have a random encounter.

B1. THE GUARDIANS (EL 8)

Read or paraphrase the following when the PCs reach the necropolis.

> The area surrounding the Tomb Steppe is flat, with no rises, dips, or vales to break up its monotony. Grave markers litter the ground, and names and holy symbols seem to be carved into every surface. In the center of this desolate area is a hill studded with hundreds of mausoleums, some of which jut forth from the hill itself. A sturdy fence surrounds the hill.
>
> A thin mist clings to the ground, its gray monotony masking all but occasional weeds and bits of wild scrub that reach up through it. No straight road leads through the tombs; the well-kept paths wind through mausoleums, trees, and statuary.
>
> The steppe is unnaturally quiet—even the normal chirping noises of night insects are absent. Suddenly a grinding noise—the sound of stone against stone—breaks the silence. Four statues of weeping mourners have begun to move!

The builders of this necropolis assumed that no one would ever have a legitimate reason to come past the fence at night. Thus, they chose guardians that are active only by night. Though hundreds of these

guardians once watched over the Tomb Steppe, all but a few dozen have been destroyed in the intervening centuries.

Creatures: The guardians of the necropolis, known as weepers, resemble statues of mourners. These mindless constructs have orders to roam the Tomb Steppe by night, attacking any humanoid, monstrous humanoid, giant, or undead within the fenced area. During the day, they are simply stone statues. The PCs encounter only one group if they move in a direct path from the edge of the steppe to the crypt of Arathex.

Weepers (4): hp 49, 51, 55, 57; see Appendix 1 for statistics.

Tactics: The weepers gather in groups of four, spacing their groups as evenly as possible among the tombs. When it detects a target, each weeper attacks the nearest humanoid, pummeling it until it falls, then moves on to the next closest humanoid. They use their wailing attacks as often as possible, making no effort to coordinate their effects.

Because they guard only the Tomb Steppe, weepers do not follow targets that flee beyond its borders. They ignore targets that are not of the types specified above, including familiars, animal companions, most summoned creatures, and even druids in animal form. They do not enter tombs or mausoleums, though they do lurk outside if characters take refuge in such a structure, so that they can attack again if the PCs emerge during nighttime hours.

The weepers move around just before dawn each night to keep themselves evenly distributed. Thus, if a group of weepers is destroyed one night, a new group takes its place the following evening.

B2. Random Encounters

PCs who wander around the necropolis at night have a 20% chance of a random encounter each hour. During the day, they have only a 1% chance of a random encounter per hour, and any weepers encountered are inanimate. Roll on the table below to determine the specific encounter.

Tomb Steppe Random Encounters Table

d% Roll	Encounter
01–45	4 weepers (see Appendix 1; inanimate except at night)
46–50	2d6 zombies
51–55	Giant stag beetle
56–70	Centipede swarm
71–100	Bat swarm

C. The Great Mausoleum

At the center of the Tomb Steppe stands the Great Mausoleum, a skull-shaped hill with two entrances carved directly into its side. Read or paraphrase the following when the PCs approach the hill.

> The two corridors that lead into the skull-shaped hill merge just a few feet belowground, forming a single tunnel. This passageway continues for about 40 feet more, unlit by any glow or starlight. Unlike the interior walls elsewhere in the Tomb Steppe, the rough, unworked stone of the tunnel bears neither carving nor fresco.
>
> At the end of the tunnel stand two thick, iron doors. Both are rusted and battered, and the left one stands slightly ajar. Wind whips out from the tomb, whistling against the open door and carrying with it the smell of decay.

The Great Mausoleum lies beneath the skull-shaped hill in the center of the Tomb Steppe. No creatures from outside ever wander into this structure, so characters are safe from random encounters while inside. However, some of the inhabitants (especially the black puddings in areas C3 and C10) may wander around within the mausoleum (10% chance per hour to meet either until one or both are slain). Likewise, any of the mausoleum's inhabitants may overhear the PCs if they make a great deal of noise.

C1. Entry Chamber (EL 6)

Read or paraphrase the following when the PCs pass through the entry doors into the Great Mausoleum.

> The doors open into a round hall with a domed roof far overhead. The musty smell of disuse fills the air, and every little sound echoes off the dull, stone walls. The floor of the chamber is made of closely set tiles, each engraved with words.
>
> In each corner of the room, a basalt statue of a life-sized, snarling wolf stands upon a small bronze base marked with runes of death and guardianship. Without warning, one of the statues howls, and black light streams from its eyes. Where the light hits the floor, dust swirls and coalesces into a canine skeleton, its red eyes glaring as it searches for prey.

The words on the stones are in dozens of different languages, but each inscription has the same meaning: "Only the buried and their bearers may enter here. The

Guardians shall not violate the tombs, but they shall do violence on any tomb robber."

The southern doors out of the main entrance are locked and made of stone.

Stone Doors: 4 in. thick; hardness 8, hp 60, break DC 28; Open Lock DC 20.

Each of the four stone wolves can generate an unlimited number of skeletal worgs (see Appendix 1). When anyone not carrying a body stands in the room for more than 1 round, each of the statues produces a skeletal worg. Each round thereafter that any targets remain in the room, one statue may (50% chance) create another skeletal worg if fewer than four such creatures remain. The statues also activate if anyone attempts to carry a body out of the mausoleum. The stone wolves are part of the mausoleum's wards, and they do not function elsewhere.

Stone Wolves (4): Hardness 8; 200 hp; break DC 35. Each statue radiates magic (strong necromancy) and weighs 3,000 pounds. If any statue is reduced to 0 hit points, it becomes nonmagical rubble.

Creatures: No creatures are in the room when the PCs enter, but they face four skeletal worgs with the activation of the stone wolves.

Skeletal Worg (4): hp 26; see Appendix 1 for statistics.

Tactics: The skeletal worgs attack living things mindlessly but do not pursue anything that leaves this room. (If the room is empty of targets for more than 5 minutes, any remaining skeletal worgs turn to dust.)

C2. WESTERN TEMPLE

This temple is dedicated to the death deity to which Arathex once pretended devotion. Depending upon your campaign, the deity might be Wee Jas, Anubis, Nephthys, or any similar one. Read or paraphrase the following when the PCs enter.

> An altar stands on a dais at the far end of this room. On the wall beyond it hangs an immense painting designed to look like stained glass. The rest of the room is filled with crumbling wooden pews placed in rows, temple-style. The air is still, and dust covers all the furnishings.

This temple was never sanctified, but neither is it an evil place. To avoid angering the god to which it is nominally dedicated, neither the wraith nor Harken ever comes in here. In fact, it is the one place within the Great Mausoleum into which Arathex will not pursue PCs during a fight.

C3. THE GREAT HALL

This chamber is the one in which Felix saw the wraith.

> Flaking white paint covers the stone walls of this chamber. In the middle of the room is a pile of bodies, each in a different state of decay. The overwhelming smell of rot fills the room, and maggots and grubs move freely about the pile and across the floor.

The twenty corpses range from near skeletal to only a few days old. Warned of the stone wolves in the outer chamber by Arathex, Harken brought a body with him whenever he visited to avoid activating them. Harken never wanted to risk removing the bodies, so they simply sat here. Each wears a shroud with the crossed-shovel rune of the Funerary House, from which he took them. The bodies are entirely inanimate.

Development: If the PCs stay here for long, or make a great deal of noise, they may attract the black pudding that has taken up residence in the storage rooms to the east (see areas C4–C7).

C4–C7. STORAGE ROOMS (EL 7)

The doors leading into this section of the tomb from area C3 are stuck shut. A DC 20 Strength check is required to force them open. Read or paraphrase the following when the PCs force open the door.

> The doors pop open suddenly. One falls from its hinges, landing heavily on the floor with a loud clatter as rubble spills out from the rock-filled chamber beyond. The ceiling has obviously collapsed, and a vast pile of both worked and raw stone fills the whole space beyond. The largest chunks are easily 10 feet in diameter. A space no more than 2 feet wide runs across the top of the rubble, but even a cat would be hard put to squeeze past the stone and gravel in some spots. No passage is visible beyond the rock.

If the PCs haven't already attracted the black pudding's attention, they certainly do so by forcing the doors open.

Black Pudding: hp 115; see *Monster Manual*, page 201.

Tactics: Because it is an ooze, the pudding doesn't really use much in the way of tactics. It attacks the nearest creature it notices and keeps attacking whichever target is closest until it is victorious or down to 20 or fewer hit points. At that point, it flees back to the collapsed rooms beyond area C4.

Great Mausoleum
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8b
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9a
9b
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14

Development: The pudding may attack again if it's still alive when PCs move to area C3 to rest.

C8. THE LESSER HALL

The floor of this chamber once held the tomb's primary wards, which were designed to keep undead out of the tomb but also kept Arathex in. The flesh golem recently broke up the pattern with Harken's magical aid.

> The smell of freshly turned earth pervades this simple stone room. Neither the walls nor the ceiling features ornamentation of any sort, but the floor was obviously a thing of beauty at one time. Its stone blocks, once skillfully set in careful patterns, have been dug up and scattered roughly about the chamber. Each of these displaced stones has a complex pattern of carvings on one side.

The stones are extremely heavy (300 to 600 pounds each). Moving them back into place would be a difficult task at best, and it would ultimately be useless, since their magic cannot be restored.

Harken spent a great deal of time in this room while learning from Arathex and working to break the magic of the floor's runes. A careful search of the room (DC 15 Search check) reveals a tattered bedroll, a number of crowbars stamped with the crossed-shovels rune of the Funerary House, and the remains of many meals.

C8a. Storage Room

Harken kept numerous scrolls and papers in this room, which was designed for storage. Not much is left here now, but a DC 20 Search check reveals ink stains no more than a few weeks old and a scrap of parchment that reads as follows.

> "... to ensure that the wards may never be restored, at least two heroes must breathe their last upon their broken remains. This act breaks any hold the light may ever have over this place and frees the darkness forever. My master craves true freedom. Once he has it, his secrets will be mine. ..."

The handwriting is Harken's, though the PCs are unlikely to have seen a sample of it before.

C8b. Offering Chamber

This room once held offerings buried with Arathex during his hero's funeral, including barrels of valuable oils, tapestries, carved wood, and ornamented vestments. The goods have long since been ruined by rot and mildew, leaving just a mass of moldy fabric and wood and a strong, musty smell of decay.

C9. THE OUTER TOMB

Arathex's servants were supposed to be buried in this chamber, but none ever were. Read or paraphrase the following when the PCs enter.

> No breeze or air current stirs the centuries of dust in this chamber. The air here is cooler than it is elsewhere, and the heavy stone walls radiate a strong chill. The floor is littered with the bones of long-dead rodents and the shells of insects. The ceiling is painted black, and old stains cover the rock walls and floor. The room has several doors, most of which stand slightly ajar.

If Arathex hears the PCs here, he moves into area C9a, C9b, C9c, or C9d in an effort to catch one or two of them alone (see the Tactics section in area C10). He also uses these rooms as ambush areas if he is forced to flee into the walls during the fight.

C9a. Treasure Room

Arathex's personal treasure has been gathered in this room.

> In one corner of the room stand a few old, wooden chests with coins spilling out of their rotted seams.

The treasure totals 300 gp, 2,000 sp, and 6,000 cp.

C9b. Storage Chamber

This room is empty.

C9c. Sacred Chamber

This room contains Arathex's old priestly vestments, plus a few holy symbols he used. All these items have suffered the ravages of time and are no longer usable or valuable.

C9d. Weapons Room

This chamber houses *Deathbreaker*, the last magic weapon that Arathex created in life. His adventurer allies buried it with him as a gesture of respect.

> In the center of this room stands a pedestal with a bundle of black cloth atop it.

Deathbreaker is wrapped in the cloth, along with several small brass bells (DC 20 Search check). Any character who picks up the bundle without first removing the

bells must make a DC 20 Reflex save to avoid dropping them. If the bells fall, they make a loud clang, attracting Arathex's attention.

Since *Deathbreaker* isn't a ghost touch weapon, Arathex has no particular fear of it, though it deals considerable damage if it does manage to connect with him. See Appendix 2 for a description of the weapon.

C10. THE CRYPT OF ARATHEX (EL 7)

This room is Arathex's burial chamber.

> Upon a raised stone lies a corpse dressed in once-fine raiment that now hangs in tatters. Clutched in its bony hands is a rod decorated with arcane runes. Scrolls and books are piled around the body, but the smell of mildew from the moldy pages reveals that they are unlikely to be readable.
>
> The cold of the room intensifies as two bright red points of light form on the far wall. A shadowy, humanoid form takes shape around the glowing pinpoints of light, which now seem to be eyes burning with hate.

Here lies the body of Arathex, long since decayed to bones. He was laid out here in fine state and with a hero's funeral by the heroes he had misled into bringing him the raw materials for his necromantic research.

Arathex: Male advanced wraith; CR 7; Medium humanoid (incorporeal); HD 10d12; hp 65; Init +7; Spd fly 60 ft. (good); AC 16, touch 16, flat-footed 13; Base Atk +5; Grp —; Atk or Full Atk +9 melee touch (1d4 plus 1d6 Constitution drain, incorporeal touch); SA Constitution drain 1d6, create spawn; SQ darkvision 60 ft., daylight powerlessness, incorporeal subtype, turn resistance +2, undead traits, unnatural aura; AL LE; SV Fort +5, Ref +6, Will +9; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 16.

Skills and Feats: Diplomacy +15, Hide +13, Intimidate +13, Listen +14, Search +12, Sense Motive +12, Spot +14, Survival +10; Alertness[B], Blind-Fight, Combat Reflexes, Great Fortitude, Improved Initiative[B], Weapon Focus (incorporeal touch).

Constitution Drain (Su): Any living creature hit by Arathex's incorporeal touch attack must succeed on a DC 18 Fortitude save or take 1d6 points of Constitution drain. On each such successful attack, the wraith gains 5 temporary hit points.

Create Spawn (Su): Any humanoid slain by Arathex becomes a wraith in 1d4 rounds. Its body remains intact and inanimate, but its spirit is torn free from its corpse and transformed. Spawn are under Arathex's command and remain enslaved until his death. They do not possess any of the abilities they had in life.

Daylight Powerlessness (Ex): Arathex is utterly powerless in natural sunlight (not merely a *daylight* spell) and flees from it.

Incorporeal Traits: Arathex is harmed only by other incorporeal creatures, magic weapons, spells, spell-like abilities, and supernatural abilities. He has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. He can pass through solid objects, but not force effects, at will. His attacks ignore natural armor, armor, and shields, but deflection bonuses and force effects work normally against them. Arathex always moves silently and cannot be heard with Listen checks if he doesn't wish to be.

Turn Resistance (Ex): Arathex is treated as a 12-HD undead for the purpose of turn, rebuke, command, or bolster attempts.

Undead Traits: Arathex is immune to mind-affecting effects, poison, sleep effects, paralysis, stunning, disease, death effects, and any effect that requires a Fortitude save unless it also works on objects or is harmless. He is not subject to critical hits, nonlethal damage, ability damage to his physical ability scores, ability drain, energy drain, fatigue, exhaustion, or death from massive damage. He cannot be raised, and resurrection works only if he is willing.

Unnatural Aura (Su): Animals, whether wild or domesticated, can sense Arathex's unnatural presence at a distance of 30 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Tactics: Arathex knows his terrain quite well, and he makes optimum use of it. He always attacks with cover, partially concealing himself in a wall or the floor. If any PC tries to stay to the rear so as to cast spells or use ranged weapons, Arathex flies through walls or even the ceiling to get within attack range. He avoids characters with ghost touch weapons if he can, or targets them in preference to any other foe if forced to face them.

If badly injured, Arathex flees to some other portion of the tomb, but not for long. He has no intention of allowing these adventurers to escape alive, so he flees only long enough to allow any preparatory spells they have cast to end (generally 10 minutes). While this tactic gives the PCs time to heal themselves, it also forces them to recast their short-duration combat spells.

Arathex fights to the death rather than allowing the PCs to flee.

Treasure: Most of Arathex's treasures are in the rooms off the outer tomb. The only thing item of value on his body is a *lesser metamagic rod of Extend Spell.*

C11–C14. UNFINISHED CHAMBERS

Arathex had intended to build a library, a secret temple, a study, and a lab in this area, but he never got around to it. These rooms are plain and unfinished.

D. THE GOLEM (EL 7)

Use this encounter when the PCs are preparing to exit the tomb.

> Outside the Skull Tomb, a figure is just barely visible in the distance, masked by the mist of the Tomb Steppe. Though it is humanoid, it is clearly twisted and misshapen. It turns immediately and lumbers away from the Great Mausoleum.

The figure is the flesh golem that followed the PCs to the tomb.

Creature: The flesh golem was instructed to remain nearby, so that Arathex could command it to follow him when he escaped the tomb at last. When the PCs depart instead of Arathex, the golem returns to Harken. It flees to the Funerary House as quickly as its tireless legs will take it, making no effort to conceal its tracks. If attacked, it defends itself to the best of its ability.

Flesh Golem: hp 79; see *Monster Manual*, page 135.

Development: The PCs can give chase, but the golem can run tirelessly and is quite capable of outdistancing them in the long run. If they do manage to get close enough to attack it, it retaliates in kind (see encounter E for its tactics). Otherwise, it mindlessly leads them back to the Funerary House.

E. THE FUNERARY HOUSE (EL 5 OR 8)

If the PCs piece together the clues from Arathex's crypt or track the golem back to the Funerary House, they may decide to confront Harken. Since he's no match for them by himself, he does his best to fool them into letting him go. Failing that, he tries to lead them into the tool shed where the golem stays.

If the PCs do not confront him, Harken decides to take the matter of his undeath into his own hands when he realizes that Arathex's plan has gone awry. Since he hasn't learned the full ritual for lichdom from Arathex, he attempts to approach undeath another way, via a *create undead* scroll. After the PCs leave, Harken spends a few days gathering some rare and expensive herbs from the shops in town while the flesh golem collects some human body parts. The necessary sojourns give rise to rumors of a "terrible hulking zombie" rampaging in Night Falls.

Creatures: Harken waits at the Funerary House for the night's events to end. The golem goes to the shed outside when it returns from the Tomb Steppe.

Harken: Male human necromancer 5; CR 5; Medium humanoid; HD 5d4+15; hp 27; Init +2; Spd 30 ft.; AC 13, touch 12, flat-footed 11; Base Atk +2; Grp +2; Atk or Full Atk +3 melee (1d6, masterwork quarterstaff); AL NE; SV Fort +4, Ref +3, Will +3; Str 10, Dex 14, Con 16, Int 16, Wis 8, Cha 13.

Skills and Feats: Bluff +8, Concentration +10, Knowledge (arcana) +11, Knowledge (religion) +10, Profession (undertaker) +5, Spellcraft +11; Dodge, Scribe Scroll, Silent Spell, Skill Focus (Bluff), Spell Focus (necromancy).

Languages: Common, Draconic, Elven, Infernal.

Wizard Spells Prepared (caster level 5th; prohibited schools conjuration and enchantment): 0—*detect magic, flare, ghost sound* (DC 13), *mage hand, message;* 1st—*cause fear* (DC 15), *magic missile, protection from good, ray of enfeeblement* (+4 ranged touch), *shield;* 2nd—*false life, ghoul touch* (+2 melee touch), *mirror image, resist energy;* 3rd—*lightning bolt* (DC 16), *ray of exhaustion* (+4 ranged touch), *vampiric touch* (+2 melee touch).

Spellbook: as above plus 0—*acid splash, arcane mark, dancing lights, detect poison, disrupt undead, light, mending, open/close, prestidigitation, read magic, resistance, touch of fatigue;* 1st—*chill touch, shocking grasp, spider climb;* 2nd—*scare, spectral hand;* 3rd—*halt undead.*

Possessions: *Bracers of armor +1,* masterwork quarterstaff, *golembane scarab, elixir of sneaking,* 300 gp, 1,000 sp.

Flesh Golem: hp 79; see *Monster Manual*, page 135.

Tactics: If the PCs attack Harken immediately, he fights back and calls for the golem, which arrives in 1d4 rounds. If they question him, he claims to have proof of his innocence in the form of papers left by one of his assistants who left weeks ago. If he is allowed to leave the room alone to get the papers, he sends the golem to stall the PCs while he runs. If one or more of the PCs goes with him for the papers, he takes his escort to the shed, knowing that the golem will attack anyone other than himself who enters the shed.

Harken keeps his *vampiric touch* spell to heal himself. If possible, he uses the *lightning bolt* after a few rounds of battle both to damage one foe and to heal the golem. He orders the golem to hold off the PCs while he gets his defensive spells up, as well as *false life,* if possible. Harken prefers ray spells to damaging spells, but if

forced to fight rather than flee, he unloads all his *magic missiles* before giving up.

Whatever happens, Harken's main objective is escape. Any time he has a reasonable chance to get free of the PCs and run off, he takes it. If he can't realistically outrun them and can't get a head start, he depends on the golem to destroy them and continues the fight as long as the golem is up. Once it falls, he surrenders.

If captured, Harken cooperates with the PCs fully, acting in any way that seems likely to win him continued life. But he's greedy and evil at heart, and captivity won't make him change his spots.

The golem, on the other hand, is driven purely by hate and anger. Once it sees the PCs, it attacks them and keeps fighting until destroyed. It's not very careful about its tactics—it attacks the nearest foe first, then attacks either the next closest target or the character who has dealt the most damage. The flesh golem prefers making full attack actions, but it has enough self-preservation instinct to move if it needs to hammer on a particularly effective foe.

CONCLUDING THE ADVENTURE

Once the wraith and the golem have been destroyed and Harken has either died or fled, the threat to Night Falls is ended. The PCs receive the promised reward and become local heroes. They are offered free burial services (for themselves as well as any allies or cohorts) whenever they need them.

The townsfolk also invite the PCs to take control of the Great Mausoleum, which they won't be using as a tomb again. With enough time and money, they could convert it into an excellent stronghold. Doing so, however, means they must either find a way to control the weepers or move about only in daylight.

FURTHER ADVENTURES

If Arathex survives the encounter with the PCs but fails to kill them on the broken wards, he descends on Night Falls and kills all its citizens in a single night. Each person so slain becomes a full-powered wraith enslaved to Arathex. By the time morning forces him to stop, his army includes hundreds of wraiths, all of which flee into the Tomb Steppe until the following night. By the time the heroes realize the problem, they face an undead army of considerable power.

APPENDIX: NEW MONSTERS

Lest Darkness Rise features two new monsters: the weeper and the skeleton worg. Both are presented below.

WEEPER

Medium Construct
Hit Dice: 6d10+20(53 hp)
Initiative: +0
Speed: 30 ft. (6 squares)
Armor Class: 18 (+8 natural), touch 10, flat-footed 18
Base Attack/Grapple: +4/+8
Attack: +8 melee (1d8+4, slam)
Full Attack: +8 melee (1d8+4, 2 slams)
Space/Reach: 5 ft./5 ft.
Special Attacks: Wailing
Special Qualities: Construct traits, damage reduction 3/adamantium, darkvision 60 ft., immunity to magic, low-light vision
Saves: Fort +2, Ref +2, Will +3
Abilities: Str 19, Dex 10, Con —, Int —, Wis 12, Cha 1
Skills: —
Feats: —
Environment: Any
Organization: Solitary, pair, or gang (3–4)
Challenge Rating: 4
Treasure: None
Alignment: Always neutral
Advancement: 7–12 HD (Large); 13–18 HD (Huge)
Level Adjustment: —

The stone statue depicts a woman wrapped in rags, obviously grief-stricken and weeping. Her visage is a mask of utter despair, and a horrid wailing issues from her mouth.

A weeper is a humanoid construct made of soft stone. It stands 5 to 6 feet tall and weighs about 500 pounds. Though it can depict a humanoid of any race or gender, it always appears to be an individual overcome with sadness.

Weepers cannot speak or make any noise other than their wailing. They smell no different from normal stone.

Combat

Weepers are not particularly dangerous as constructs go. They are designed to guard specific areas and drive off intruders rather than serve as killing machines.

Wailing (Su): Each round that a weeper spends in combat, it has a 25% chance to begin wailing as a free action. Its wail is a loud, heart-breaking cry like that of a sentient creature though mourning a loved one. Every living creature within 60 feet must make a DC 18 Fortitude save or take 2d6 points of sonic damage and be deafened for 1d4 hours. A creature that makes its save takes only 1d6 points of damage and avoids the deafening.

Once it begins, a weeper wails constantly for 1d6 rounds, forcing a new save every round on its turn. This save is Constitution-based, and a +5 racial bonus applies to the DC.

Immunity to Magic (Ex): A weeper is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against it, as noted below.

- When actually targeted on a weeper, the *silence* spell dazes it for 1d3 rounds (no saving throw).
- Any spell that deals sonic damage heals 1 point of sonic damage the weeper has taken for every 3 points of sonic damage it would normally deal.
- Any spell or effect that grants others a morale bonus forces all weepers in the area to take a penalty of equal magnitude on the same rolls. For example, a 1st-level bard who uses his inspire courage ability to enhance his own group also imposes a –1 penalty on the attack and damage rolls of all weepers in the area.

Construction

A weeper is carved from a single piece of stone weighing no less than 750 pounds and costing at least 1,000 gp. Assembling the body requires a DC 13 Craft (sculpting) or Craft (stonemasonry) check

CL 7th; Craft Construct (see the *Monster Manual*), *arcane eye, shout, stoneskin*, caster must be at least 7th level; Price 10,000 gp; Cost 6,000 gp + 400 XP.

SKELETAL WORG

Medium Undead
Hit Dice: 4d12 (26 hp)
Initiative: +7
Speed: 50 ft. (10 squares)
Armor Class: 15 (+3 Dex, +2 natural), touch 13, flat-footed 12
Base Attack/Grapple: +2/+5
Attack: Bite +5 melee (1d6+4)
Full Attack: Bite +5 melee (1d6+4)
Space/Reach: 5 ft./5 ft.
Special Attacks: Trip
Special Qualities: Damage reduction 5/bludgeoning, darkvision 60 ft., immunity to cold, undead traits
Saves: Fort +1, Ref +4, Will +4
Abilities: Str 17, Dex 17, Con —, Int —, Wis 10, Cha 1
Skills: —
Feats: Improved Initiative[B]
Environment: Temperate plains
Organization: Any
Challenge Rating: 2
Treasure: None
Alignment: Always neutral evil
Advancement: 5–6 HD (Medium); 7–12 HD (Large)
Level Adjustment: —

This pile of animated bones resembles a canine of some kind. Large fangs protrude from its jaws, and red pinpricks of light glow in its eye sockets.

A skeletal worg is just a normal worg with the skeleton template added, except that it keeps its trip special attack.

Combat

Unlike living worgs, skeletal worgs do not employ pack tactics. Each attacks the nearest living creature and keeps doing so until either it or its opponent is dead.

Trip (Ex): A skeletal worg that hits with a bite attack attempts to trip the opponent (+3 check modifier) as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the skeletal worg.

APPENDIX 2: MAGIC ITEM

Deathbreaker, the new magic item presented in this adventure, is a *+1 undead bane, necromancer nemesis longsword* worth 18,315 gp. For the purpose of this weapon, a necromancer is defined as a wizard specialized in the school of necromancy or a divine spellcaster with access to the Death domain.

NEW WEAPON SPECIAL ABILITY

The following special ability may be applied to any kind of weapon.

Nemesis: A nemesis weapon is very similar to a bane weapon in that it excels at attacking and damaging creatures in a particular category. Rather than working

against specific types and subtypes of creatures, however, it works against creatures that have a specific kind of knowledge or ability.

Against its designated foes, a nemesis weapon's effective enhancement bonus is higher by +2 than its normal one, and it deals an extra 2d6 points of damage. Bows, crossbows, and slings so crafted bestow the nemesis quality upon their ammunition.

To randomly determine a nemesis weapon's designated foe, roll on the following table.

d% Roll	Designated Foe
01–08	Barbarians (at least one level of the barbarian class)
09–18	Bards (at least one level of the bard or expert class)
19–28	Clerics (at least one level of the adept or cleric class)
29–38	Druids (at least one level of the adept or druid class)
39–46	Fighters (at least one level of the fighter or warrior class)
47–54	Monks (at least one level of the monk class)
55–62	Paladins (at least one level of the aristocrat or paladin class)
63–70	Rangers (at least one level of the ranger class)
71–78	Rogues (at least one level of the expert or rogue class)
79–85	Sorcerers (at least one level of the sorcerer class)
86–92	Wizard (at least one level of the wizard class)
93–95	Prestige class (at least one level of a randomly determined prestige class appropriate to the campaign)
96–00	Specialist (Choose either one school and one domain, or two domains. The weapon functions as a nemesis weapon against either a spellcaster with the indicated specialty or a cleric with either indicated domain.)

Moderate conjuration; CL 8th; Craft Magic Arms and Armor, *protection from chaos/evil/law/good;* Price +1 bonus.

ABOUT THE AUTHOR

Owen Kirker Clifford Stephens was born in 1970 in Norman, Oklahoma. He attended the TSR Writer's Workshop held at the Wizards of the Coast Game Center in 1997 and moved to the Seattle area in 2000, after accepting a job as a Game Designer at Wizards of the Coast, Inc. Fourteen months later, he returned to Oklahoma with his wife and three cats to pick up his freelance writer/developer career. He has author and coauthor credits on numerous *Star Wars* and *EverQuest* projects, as well as *Bastards and Bloodlines* from Green Ronin. He also has producer credits for various IDA products, including the Stand-Ins printable figures.